

EXHIBIT A
Articles of Incorporation

[ATTACHED]

FILED
Secretary of State
State of California

MAY 09 2018

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ARTICLES OF INCORPORATION
OF
AU NFP

ARTICLE I

NAME OF CORPORATION

The name of the corporation is AU NFP (the "*Corporation*").

ARTICLE II

BUSINESS ADDRESS

The initial street and mailing address of the Corporation is 8620 Spectrum Center Blvd, San Diego, CA 92123.

ARTICLE III

SERVICE OF PROCESS

The name of the Corporation's initial registered corporate agent as registered in the State of California is the Corporation Service Company which will do business in California as CSC - Lawyers Incorporating Service.

ARTICLE IV

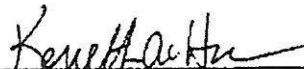
PURPOSE

- A. The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.
- B. The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent federal tax laws (the "*Code*"); and within such limits, for the specific purposes of education, research, and public service, and to perform such other acts or carry on such other activities as may be permitted by nonprofit public benefit corporations under the Nonprofit Public Benefit Corporation Law and other laws of the State of California in order to accomplish the purposes set forth in this Article IV.

ARTICLE V

ADDITIONAL STATEMENTS

- A. The Corporation shall have no members.
- B. The affairs of the Corporation shall be managed by its board of directors. The number of directors and the manner of choosing directors shall be fixed in the Bylaws. The board of directors shall be referred to as the "Board of Trustees," and all references to the Board of Trustees shall be understood to refer to a "board of directors," as that term is used in the Nonprofit Public Benefit Corporation Law.
- C. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.
- D. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
- E. The property of the Corporation is irrevocably dedicated to the purposes set forth in Article IV hereof. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its directors, trustees, or officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.
- F. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable, educational, religious, or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.
- G. The Corporation shall be committed to a policy of equal opportunity for all persons and shall not discriminate on the basis of race, color, creed, national or ethnic origin, age, marital status, sex, sexual orientation, gender identity, gender expression, disability, religion, height, weight, or veteran status in employment, educational programs, and activities.


Kenneth A. Horn, Incorporator

Date: May 9, 2018



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BYLAWS OF
AU NFP
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

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**BYLAWS OF
AU NFP
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

ARTICLE 1 NAME

Section 1.1 Corporate Name

The name of this corporation is AU NFP (the "University").

ARTICLE 2 OFFICES

Section 2.1 Principal Office

The principal office for the transaction of the business of the University may be established at any place or places within or without the State of California by resolution of the Board.

Section 2.2 Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where the University is qualified to transact business.

ARTICLE 3 PURPOSES

The University is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California (the "California Nonprofit Corporation Law") exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), and within such limits, for the following purposes as stated in its Articles of Incorporation: education, research, and public service.

ARTICLE 4 MEMBERSHIPS

Section 4.1 Members

The University shall have no members within the meaning of Section 5056 of the California Nonprofit Corporation Law.

ARTICLE 5 TRUSTEES

Section 5.1 Number, Qualifications and Limitation on Interested Trustees

5.1.1 Number

There shall be a board of trustees with the rights, powers, and obligations set forth in this Article 7, the authorized number of which shall be not less than seven individuals or more than 17 individuals (the "Board of Trustees" or the "Board," and each member thereof, a "Trustee"); the exact authorized number to be fixed, within these limits, by resolution of the Board.

At the request of and subject to any limitations imposed by the Board, the President and Chief Executive Officer may attend and participate in meetings of the Board. Nothing in this Section 5.1.1 shall entitle or be deemed to entitle the President and Chief Executive Officer to any voting power as a result of his or her attendance at a meeting of the Board or otherwise.

5.1.2 Qualifications

Each Trustee shall have, in addition to any additional objective and relevant qualifications adopted by the Board from time to time, extensive experience with postsecondary education institutions as an academic, administrator or trustee, or serve or have served in a leadership position in a financial or other institution of a type designated by the Board from time to time.

5.1.3 Limitation on Interested Trustees

(a) At all times no more than 49% of the Trustees may be "interested persons". An "interested person" under Section 5227 of the California Nonprofit Corporation Law is:

(i) any person currently being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a trustee as a trustee; or

(ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

(b) Trustees who are not "interested persons" shall be referred to in these Bylaws as "Independent Trustees".

(c) Whether or not a potential Trustee candidate is an "interested person" shall be taken into account when evaluating potential Trustee candidates. Any Trustee who is elected as an Independent Trustee that at any time becomes an "interested person" shall cease to possess the requisite qualifications to

be an Independent Trustee and shall be subject to removal under Section 5.4.2.

- (d) Independent Trustees shall be members of the public with an interest in supporting the charitable purpose for which the University is established and capable of reflecting constituent and public interest. The constituencies that may be represented include, but are not limited to, alumni, higher education, public education, government, local community, finance, business, and industry.

Section 5.2 Corporate Powers Exercised by Board

Subject to the provisions of the University's Articles of Incorporation (the "Articles of Incorporation"), the California Nonprofit Corporation Law, the Nonprofit Integrity Act of 2004 and any other applicable laws, the business and affairs of the University shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board shall be principally responsible for the University's adherence to its mission, compliance with the standards of its accrediting agency, and the achievement of educational effectiveness and institutional stability. The Board may delegate the management of the activities of the University to any person or persons, management company, or committee however composed, provided that the activities and affairs of the University shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Without limiting the foregoing, the Board shall have responsibility for the following:

- (a) overseeing all activities that support the academic mission of the University, including enhancing the quality of academic programs, considering new academic programs and significant modifications in existing academic programs, fostering faculty development and other faculty priorities, and promoting scholarly research;
- (b) providing oversight of institutional integrity, policies, and ongoing operations;
- (c) selecting, evaluating, and discharging the President and Chief Executive Officer of the University and adopting policies to carry out such responsibilities;
- (d) engaging in self-evaluation to ensure the Board's duties and responsibilities are fulfilled in an effective and efficient manner;
- (e) facilitating training to enhance the Board's effectiveness;
- (f) making fiscal decisions by considering the interests of its constituencies and the University's mission;
- (g) establishing, reviewing, and revising, as necessary key University plans and policies;

- (h) maintaining and honoring clear policies on shared governance;
- (i) delegating day-to-day management of the institution to the President and Chief Executive Officer;
- (j) articulating, reviewing and adopting the University's mission and vision statements;
- (k) developing, approving, and monitoring the University's strategic plans;
- (l) developing, approving, and monitoring the University's annual budget;
- (m) monitoring student achievement outcomes and indicators; and
- (n) reviewing annual financial audits and reports to ensure adequacy of financial management and controls and to promote financial sustainability.

Section 5.3 Terms; Election

The initial Trustees shall be the persons named by the incorporator, who shall serve until the first meeting of the Board at which Trustees are elected. Thereafter, to become a Trustee, a person shall be elected by a majority of the Board.

Initially, the Board shall be divided into three classes, as nearly equal in number as reasonably possible, including approximately equal numbers of Independent Trustees in each class. Upon the initial election of Trustees by the Board in connection with the approval of these Bylaws, one class of Trustees will be elected for a term expiring upon the meeting called for purposes of electing Trustees that takes place in the year following the initial election of such class, one class of Trustees will be elected for a term expiring upon the meeting called for purposes of electing Trustees that takes place in the second year following the initial election of such class, and one class of Trustees will be elected for a term expiring upon the meeting called for purposes of electing Trustees that takes place in the third year following the initial election of such class. The Board shall assign the classes and terms of Trustees serving as members of the Board (or similar governing body) of any predecessor to the University (whether by conversion, merger or otherwise) such that each such Trustee's class and term is the same as in effect with any such predecessor immediately prior to the effectiveness of these Bylaws; provided, however, that, such period shall not extend beyond the date of the meeting called for purposes of electing Trustees that takes place in the third year following the initial election of such class. Each Trustee elected after the initial election of Trustees in the manner prescribed above shall be elected for a term that begins upon such Trustee's election and expires upon the meeting called for purposes of electing Trustees that takes place in the third year following the initial election of such Trustee or class of Trustees. Each Trustee shall serve for the applicable term described above and until the election and qualification of his or her successor, or until his or her earlier death, resignation, or removal.

Whenever a new Trustee position is authorized or as is otherwise necessary to institute or maintain the staggered terms provided for in these Bylaws, the Board shall apportion the classes so as to maintain the number of Trustees in each class as nearly equal as is reasonably possible, and any Trustees elected to any class to fill a vacancy, whether such vacancy results from the authorization of a new Trustee position, resignation, or otherwise, shall serve as a Trustee for the remaining term of the class to which such Trustee was elected, or until such Trustee's earlier resignation or removal in accordance with these Bylaws and the California Nonprofit Corporation Law.

No reduction of the authorized number of Trustees shall have the effect of removing any Trustee before that Trustee's term expires unless the action authorizing the reduction also provides for the removal of each specified Trustee in accordance with these Bylaws and the California Nonprofit Corporation Law.

Section 5.4 Vacancies; Removal; Resignation

5.4.1 Events Causing Vacancy

A vacancy or vacancies on the Board shall be deemed to exist whenever the actual number of Trustees is less than the authorized number of Trustees for any reason, including, without limitation, on the occurrence of the following: (a) the death, resignation, or removal of any Trustee; (b) whenever the number of authorized Trustees is increased; or (c) the failure of the Board, at any meeting at which any Trustee or Trustees are to be elected, to elect the full authorized number of Trustees.

5.4.2 Removal for Cause

The Board may by resolution declare vacant the office of a Trustee who (a) has been declared of unsound mind by an order of court, (b) has been convicted of a felony, (c) has been found by final order or judgment of any court to have breached a duty under the California Nonprofit Corporation Law, (d) has failed to attend at least three-quarters of any Board meetings in a calendar year without substantial justification (as determined in the sole discretion of the Board's other members), or (e) has become an "interested person" for purposes of Section 5.1.3, if such Trustee was an Independent Trustee when elected and the change in such Trustee's status would cause a violation of Section 5.1.3 of these Bylaws. Prior to any such resolution by the Board, the Board shall inform the Executive Committee of such Trustee's conduct and request that the Executive Committee (x) determine whether such Trustee's conduct satisfies any of clauses (a) through (e) above, in the Executive Committee's sole discretion, and (y) make a recommendation to the Board regarding whether or not such Trustee's conduct justifies removal in the manner prescribed in this Section 5.4.2.

5.4.3 Removal without Cause

Trustees may be removed for reasons other than those stated in Section 5.4.2 by the affirmative vote of a majority of Trustees then in office.

5.4.4 No Removal on Reduction of Number of Trustees

No reduction of the authorized number of Trustees shall have the effect of removing any Trustee before that Trustee's term of office expires unless the reduction also provides for the removal of that specified Trustee in accordance with these Bylaws and the California Nonprofit Corporation Law.

5.4.5 Resignations

Except as provided in this Section 5.4.5, any Trustee may resign by giving written notice to the Chairperson or the Secretary, or, in the absence of such officers, to the Board. If a Trustee delivers resignation notice to the Chairperson or Secretary, such officer must inform the Board of its receipt of the resignation notice within a reasonable time after its receipt. Such a written resignation will be effective on the later of (a) the date it is delivered or (b) the time specified in the written notice that the resignation is to become effective. No Trustee may resign if the University would then be left without a duly elected Trustee or Trustees in charge of its affairs, except upon notice to the California Attorney General (the "Attorney General").

5.4.6 Election to Fill Vacancies

If there is a vacancy on the Board, including a vacancy created by the removal of a Trustee, the Board may fill such vacancy by electing an additional Trustee as soon as practicable after the vacancy occurs. Any Trustee elected to fill a vacancy will serve for the remainder of the term applicable to (a) such newly-elected Trustee's predecessor or (b) the class into which such newly-elected Trustee was elected in accordance with Section 5.3. If the number of Trustees then in office is less than a quorum, additional Trustees may be elected to fill such vacancies by (x) the unanimous written consent of the Trustees then in office, (y) the affirmative vote of a majority of the Trustees in office at a meeting held according to notice or waivers complying with Section 5211 of the California Nonprofit Corporation Law, or (z) a sole remaining Trustee.

Section 5.5 Meetings

Each year, the Board shall hold at least three meetings, which meetings shall take place at the principal office of the University or at such other place fixed by resolution of the Board or set forth in a notice of such meeting. One meeting each year shall be designated for purposes of election of Trustees and appointment of Officers. Regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution. Special meetings of the Board for any purpose may be called at any time by the Chairperson, Vice Chairperson, or any three Trustees.

Section 5.6 Notice of Meetings

5.6.1 Manner of Giving

Except when the time and place of a regular meeting is set by the Board by resolution in advance (as permitted by Section 5.5), notice of the time and place of all regular and special meetings shall be given to each Trustee by one of the following methods:

- (a) personal delivery of oral or written notice;
- (b) first-class mail, postage paid;
- (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or
- (d) facsimile or e-mail, and all Trustees hereby consent to accept notices by means of such electronic transmissions.

All such notices shall be given or sent to the Trustee's address, phone number, facsimile number, or e-mail address as shown on the records of the University. Any oral notice given personally or by telephone may be communicated directly to the Trustee or to a person who would reasonably be expected to promptly communicate such notice to the Trustee. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time, and place of more than one regular meeting.

5.6.2 Time Requirements

Notices sent by first-class mail shall be deposited into a United States mailbox at least four days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system, or other system or technology designed to record and communicate messages, facsimile, e-mail, or other electronic transmission shall be delivered at least 48 hours before the time set for the meeting.

5.6.3 Notice Contents

The notice shall state the time and place for the meeting, except that if the meeting is scheduled to be held at the principal office of the University, the notice shall be valid even if no place is specified. The notice need not specify the purpose of the meeting, unless the purpose includes the removal of a Trustee or the President and Chief Executive Officer or material amendment to these Bylaws.

5.6.4 Waiver of Notice

A Trustee may waive notice of any meeting of the Board, and such waiver will be valid (assuming a quorum is present), if (a) either before or after the meeting, a Trustee who is not present at the meeting signs a waiver of notice, a consent to

holding the meeting, or an approval of the meeting minutes, which waiver or notice does not need to specify the purpose of the meeting, or (b) the Trustee attends the meeting and does not object to the meeting, before or at the beginning of the meeting, on the basis of the lack of adequate notice, which objection will only be valid if the Trustee submits such objection in writing to the Secretary in person, by first-class mail or facsimile (and no other means of communication, whether electronic or otherwise, including e-mail), in each case addressed to the Secretary at the principal office of the University contained in the records of the University on the date of the objection. Any waiver, consent, or approval shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 5.7 Place of Board Meetings

Regular and special meetings of the Board may be held at any place within or outside the State of California that has been designated in the notice of the meeting, or, if not stated in the notice or, if there is no notice, designated by resolution of the Board. If the place of a regular or special meeting is not designated in the notice or fixed by a resolution of the Board, it shall be held at the principal office of the University.

5.7.1 Meetings by Telephone or Similar Communication Equipment

Any meeting may be held by conference telephone or other communications equipment permitted by the California Nonprofit Corporation Law, as long as all Trustees participating in the meeting can communicate with one another and all other requirements of the California Nonprofit Corporation Law are satisfied. All such Trustees shall be deemed to be present in person at such meeting.

Section 5.8 Quorum and Action of the Board

5.8.1 Quorum

A majority of Trustees then in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 5.9; provided, however, that a majority of those present must be Independent Trustees.

5.8.2 Minimum Vote Requirements for Valid Board Action

Every act taken or decision made by a vote of the majority of the Trustees present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by the California Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Trustees from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

5.8.3 When a Greater Vote Is Required for Valid Board Action

The following actions shall require a vote by a majority of all Trustees then in office in order to be effective:

- (a) approval of contracts or transactions in which a Trustee has a material financial interest, as that term is used in Section 5223 of the California Nonprofit Corporation Law, or a conflict of interest, as determined in conformity with the Conflict of Interest Policy, provided in each case, that the vote of any interested or conflicted Trustee is not counted;
- (b) creation of, and appointment to, Committees (but not advisory committees) as described in Section 6.1;
- (c) removal of a Trustee without cause as described in Section 5.4.3; and
- (d) indemnification of Trustees as described in Article 9.

Section 5.9 Adjournment

A majority of the Trustees present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 5.10 Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Trustees who were not present at the time of the adjournment.

Section 5.11 Conduct of Meetings

Meetings of the Board shall be presided over by the Chairperson, or, if there is no Chairperson or the Chairperson is absent, the Vice Chairperson, or, in the absence of each of these persons, by a chairperson of the meeting chosen by a majority of the Trustees present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding chairperson shall appoint another person to act as secretary of the meeting.

Section 5.12 Action without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to the action. For the purposes of this Section 5.12 only, "all members of the Board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Corporation Law. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable delivery method satisfactory to the Chairperson, the Vice Chairperson, or the Secretary of the University.

Section 5.13 Fees and Compensation of Trustees

The University may pay reasonable compensation to Trustees for services rendered to the University as Trustees only to the extent such compensation is

approved by resolution of the Board, in accordance with the University's Conflict of Interest Policy, and permitted by the California Nonprofit Corporation Law, the Nonprofit Integrity Act of 2004 and the Code. Trustees may be reimbursed for expenses incurred in the performance of their duties to the University, in reasonable amounts as approved by the Board.

Also, Trustees may not be compensated for rendering services to the University in a capacity other than as Trustees, unless such compensation is just and reasonable; provided, however, that any Independent Trustee who accepts compensation from the University for rendering services in a capacity other than as a Trustee shall be subject to removal under clause (e) of Section 5.4.2.

Section 5.14 Non-Liability of Trustees

Any person who performs the duties of Trustee, including duties as a member of any Committee, in good faith, in a manner such Trustee believes to be in the best interests of the University, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances, will not, except as provided in Section 5233 of the California Nonprofit Corporation Law, these Bylaws, or other applicable law (including the Code), be personally liable for the debts, liabilities, or other obligations of the University based upon any alleged failure to discharge that person's obligations as a Trustee, including, without limitation, any actions or omissions that exceed or defeat a charitable purpose to which the University, or its assets, are dedicated.

ARTICLE 6 COMMITTEES

Section 6.1 Standing Committees of Trustees

The Board may, by resolution adopted by a majority of the Trustees then in office, create and establish the powers and duties of one or more committees of the Board (each, a "Committee"), made up of three or more Trustees appointed by the Board, to serve at the discretion of the Board; provided, however, that no individual Trustee shall serve as the chairperson of more than one Committee. The Board shall determine the chairperson for each Committee. A majority of the members of all Committees shall be Independent Trustees. Any member of any Committee may be removed, with or without cause, at any time by the Board; provided, however, that neither the then-current Chairperson nor the then-current Vice Chairperson may be removed from the Executive Committee unless such Trustee is removed from the Board pursuant to Article 5. The limitations on Committee composition and governance in this Section 6.1, including the requirements relating to the minimum number of Trustees serving on each Committee, the minimum number of Independent Trustees serving on each Committee, and the limitation on Committee chairpersons serving on more than one Committee, shall not apply to any Temporary Committee described in Section 6.8. For the avoidance of doubt, a Trustee's service as the chairperson of a

Temporary Committee shall not preclude such Trustee from serving as chairperson of a Committee pursuant to this Section 6.1.

Any Committee, to the extent provided in these Bylaws or in a resolution of the Board, may be given the authority of the Board as the Board deems necessary to conduct the University's affairs, except that no Committee may:

- (a) fill vacancies on the Board or in any Committee which has the authority of the Board;
- (b) fix compensation of the Trustees for serving on the Board or on any Committee;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) appoint any other Committees or the members of any Committee;
- (f) expend corporate funds to support a nominee for Trustee after more persons have been nominated than can be elected;
- (g) approve any transaction (i) between the University and one or more of its Trustees or (ii) between the University and any entity in which one or more of its Trustees have a material financial interest;
- (h) make personnel decisions regarding the University or its employees; or
- (i) take any action required to be approved pursuant to Section 5.8.3.

Section 6.2 Executive Committee

The Board shall have an Executive Committee, the members of which shall be the Chairperson, Vice Chairperson, and one or more additional Trustees appointed by the Board, to serve at the discretion of the Board. The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all the powers and authorities of the Board in the management and affairs of the University between meetings of the Board, including, without limitation, the power and authority set forth in 5.4.2 of these Bylaws; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 6.1 and otherwise reserved to the Board under the California Nonprofit Corporation Law and any other applicable law as may be in effect from time to time. The Chairperson shall be the chair of the Executive Committee.

Section 6.3 Meetings and Action of Committees

Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of Article 5 concerning meetings of Trustees, with such changes in the context of Article 5 as are necessary to substitute the Committee and its members for the Board and its members, except that the time for regular meetings of Committees may be determined by resolution of the Board, and special meetings of Committees may also be called by resolution of the Board. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the Board from time to time as the Board may require. The Board, or the members of such Committee, may adopt rules for the governance of any Committee not inconsistent with the provisions of the Bylaws, and, in the case of rules of governance adopted by the members of a Committee, to the extent not inconsistent with any such rules adopted for such Committee by the Board.

Section 6.4 Quorum Rules for Committees

A majority of the Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn; provided, however, that a majority of the Committee members present are Independent Trustees. A majority of the Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the California Nonprofit Corporation Law relating to actions that require a majority vote of the entire Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 6.5 Revocation of Delegated Authority

The Board may, at any time, by resolution adopted by a majority of the Trustees then in office, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease (but not below three) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board.

Section 6.6 Nonprofit Integrity Act of 2004; Audit Committee

- (a) In any fiscal year in which the University receives or accrues gross revenues of two million dollars (\$2,000,000) or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall: (i) prepare, or cause to be prepared, annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant ("CPA") in conformity with generally accepted auditing standards; (ii) make the audit available to the Attorney General and to the public on the same basis that the Internal

Revenue Service Form 990 is required to be made available; and (iii) appoint an Audit Committee.

- (b) The Audit Committee shall not include paid or unpaid staff or employees of the University, including, the President and Chief Executive Officer, the chief financial officer (if any) or the Treasurer (or any Assistant Treasurer, if any). If there is a Finance Committee, members of the Finance Committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the Finance Committee. The Audit Committee may not include any person who has a material financial interest in any entity doing business with the University, and the members of the Audit Committee may not receive compensation greater than the compensation paid to the Trustees for their Board service. The actions of the Audit Committee are subject to the supervision of the Board in all respects. Therefore, all actions of the Audit Committee must be presented to and ratified by the Board, and such ratification process shall be reflected in the meeting minutes of the University.
- (c) The Audit Committee shall make recommendations to the Board on the hiring and firing of any independent CPA and negotiate such CPA's compensation on behalf of the Board.

Section 6.7 Advisory Committees and Committee Advisors

The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Trustees. The Board shall appoint and discharge advisory committee members, the majority of whom shall not be "interested persons" as defined in Section 5.1.3. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect. In addition, Committee chairs may invite persons who are not Committee members (whether or not Trustees) to attend and participate in meetings of, or otherwise provide advice to, their respective Committees from time to time. Nothing in this Section 6.7 shall entitle or be deemed to entitle any person who is not a Trustee duly appointed to a Committee by the Board in accordance with Section 6.1 to exercise any voting power in connection with any Committee business or decisions, whether as a result of his or her attendance at a meeting of a Committee or otherwise.

Section 6.8 Ad Hoc Committees, Task Forces and Other Temporary Working Groups

The Chairperson or his or her designee, in each case subject to the ultimate authority and oversight of the Board, may create and appoint members to one or more ad hoc committees, task forces or other temporary working groups for specific purposes and tasks and for a limited duration (each, a "Temporary Committee"). The members of a Temporary Committee need not be Trustees; provided, however, that any Temporary Committee with one or more non-Trustee members may not exercise, and the Board shall not delegate to such Temporary

Committee, any powers or authorities of the Board. Each Temporary Committee will carry out its assigned function and report and make recommendations to the Board from time to time as the Board requests. Each Temporary Committee will disband upon completion of its assigned function. No Temporary Committee shall be subject to the requirements of or limitations on the conduct of Committee business contained in Section 6.3 and Section 6.4. Each Temporary Committee shall meet, take action and otherwise conduct its business in any manner that the Chairperson or his or her designee, or at his or her discretion, the members of such Temporary Committee, shall determine, subject in all cases to the ultimate authority and oversight of the Board.

ARTICLE 7 OFFICERS

Section 7.1 Officers

The officers of the University ("Officers") shall be composed of a Chairperson, a Vice Chairperson, a President and Chief Executive Officer, a Secretary, and a Treasurer. In addition, the University shall have such additional Officers as may be appointed by the Board or the President and Chief Executive Officer from time to time in accordance with Section 7.2, including, without limitation, a chancellor, provost, chief financial officer, chief academic officer, and one or more vice presidents, assistant secretaries, and assistant treasurers. The Chairperson and the Vice Chairperson must be selected from among the Trustees. All other Officers may, but need not be, selected from among the Trustees. Any number of offices may be held by the same person, except that the Secretary, the Treasurer, and the chief financial officer (if any) may not serve concurrently as either the Chairperson or President and Chief Executive Officer.

Section 7.2 Election and Appointment of Officers

The Officers shall be elected by the Board; provided, however, that subject to this Section 7.2, the President and Chief Executive Officer shall also have the authority to appoint Officers from time to time, other than the Chairperson, Vice Chairperson, President and Chief Executive Officer, Secretary, and Treasurer. The authority of the President and Chief Executive Officer described in this section is concurrent with, and not exclusive of, the power and authority of the Board to create and appoint Officer positions to the fullest extent provided in these Bylaws and the California Nonprofit Corporation Law. The Board may, by resolution, revoke or otherwise limit the authority of the President and Chief Executive Officer set forth in this Section 7.2. Each Officer shall serve from the time of his or her election or appointment until the next meeting of the Board at which Officers are elected or appointed and until such Officer's successor shall be elected or appointed, or until his or her earlier death, resignation, or removal.

Section 7.3 Removal of Officers

Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, (a) by the Board, at any regular

or special meeting of the Board, or (b) by an Officer on whom such power of removal may be conferred by the Board. The President and Chief Executive Officer may remove any Officer appointed by the President and Chief Executive Officer pursuant to Section 7.2, unless the Board provides otherwise. The authority of the President and Chief Executive Officer described in this section is concurrent with, and not exclusive of, the power and authority of the Board to remove Officers appointed by the President and Chief Executive Officer to the fullest extent provided in these Bylaws and the California Nonprofit Corporation Law.

Section 7.4 Resignation of Officers

Subject to the obligations, if any, of an Officer under any contract of employment, any Officer may resign at any time by giving written notice to the University. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any of the University under any contract to which the Officer is a party.

Section 7.5 Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis. In the event of a vacancy in any office other than the President and Chief Executive Officer, such vacancy shall be filled temporarily by appointment by the President and Chief Executive Officer, or if none, by the Chairperson, and the appointee shall remain in office for 60 days, or until the next regular meeting of the Board, whichever comes first. Thereafter, the position can be filled only by action of the Board. Notwithstanding the foregoing, any vacancy in an office created and filled by the President and Chief Executive Officer pursuant to Section 7.2 may be filled by the President and Chief Executive Officer (subject to the Board's ultimate authority and oversight) in the manner provided in this Article 7.

Section 7.6 Responsibilities of Officers

Except as otherwise specified by the Board or these Bylaws, and in addition to the powers, powers, authority, duties, and responsibilities as may from time to time be assigned by the Board or prescribed by these Bylaws, each Officer shall have such powers, authority, duties, and responsibilities as are customary for such Officer's office. Without in any way limiting the foregoing, the following Officers shall have the following respective powers and duties:

7.6.1 Chairperson of the Board

The chairperson of the Board (the "Chairperson"), if any, shall be an Independent Trustee and shall preside at meetings of the Board and exercise and perform such

other powers and duties as may from time to time be assigned to him or her by the Board or prescribed by these Bylaws.

7.6.2 Vice Chairperson of the Board

The vice chairperson of the Board (the "Vice Chairperson") shall, in the absence of the Chairperson, carry out all duties of the Chairperson and shall and exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board or prescribed by these Bylaws.

7.6.3 President and Chief Executive Officer

The president and chief executive officer of the University (the "President and Chief Executive Officer") shall be the top level institutional leader responsible for the operation of the University and shall, subject to the control of the Board, supervise, direct and control the University's day-to-day activities, business and affairs. The Board has the sole authority to select, retain, evaluate, and discharge the President and Chief Executive Officer. The President and Chief Executive Officer shall report to the Board, upon the Board's request, in his or her capacity as such, and shall exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board or prescribed by these Bylaws, including Section 7.2. The President and Chief Executive Officer may delegate his or her responsibilities and powers subject to the control of the Board.

7.6.4 Secretary

The secretary of the University (the "Secretary") shall keep, or cause to be kept, a full and complete record of the proceedings of the Board and its Committees, shall supervise the giving of such notices as may be proper or necessary, shall keep, or cause to be kept, the minute books of the University, and shall exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board or prescribed by these Bylaws.

7.6.5 Treasurer

The treasurer of the University (the "Treasurer") shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the University's assets, properties, and transactions. The Treasurer shall supervise the charge and custody of all funds of the University, shall supervise the deposit of such funds in the manner prescribed by the Board, shall render reports and accountings as required, shall, directly or through its staff, including a chief financial officer, operate and supervise the day-to-day financial activities of the University, and shall exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board or prescribed by these Bylaws.

Section 7.7 Compensation of Officers

The Board shall periodically review and approve the compensation, including all benefits, of the President and Chief Executive Officer and such other Officers as may be required by law (including the Nonprofit Integrity Act of 2004) or that are

designated by the Board in accordance with Section 5.13, and shall approve such compensation only after determining that the compensation is fair and reasonable in light of the services performed by such Officer. Such review and approval shall occur when such Officer is hired, when the term of such Officer is renewed or extended, and when the compensation package of such Officer is modified, unless the modification applies to substantially all employees of the University. In all cases, any salaries received by Officers shall be reasonable and given in return for services actually rendered for the University that relate to the performance of the public benefit and charitable purposes of the University. No salaried Officer serving as a Trustee shall be permitted to vote on his or her own compensation as an Officer.

ARTICLE 8 CONFLICT OF INTEREST POLICY

The Board shall adopt and maintain such conflicts of interest policies as may be required by the California Nonprofit Corporation Law and the Code, and the Trustees and Officers shall comply with such adopted conflicts of interest policies, with such modifications, changes, and amendments as may be approved by the Board from time to time (the "Conflict of Interest Policy").

ARTICLE 9 INDEMNIFICATION

Section 9.1 Definitions

For purpose of this Article 9:

9.1.1 "Agent"

means any person who is or was a Trustee, Officer, employee, or other agent of the University, or is or was serving at the request of the University as a Trustee, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Trustee, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the University or of another enterprise at the request of the predecessor corporation.

9.1.2 "Proceeding"

means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.

9.1.3 "Expenses"

includes, without limitation, all attorneys' fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent by reason of his or her position or relationship as Agent and all attorneys' fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this Article 9.

Section 9.2 Applicability of Indemnification Provisions

9.2.1 Successful Defense by Agent

To the extent that an Agent has been successful on the merits in the defense of any proceeding referred to in this Article 9, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim.

9.2.2 Settlement or Unsuccessful Defense by Trustee or Officer

If a Trustee or Officer either settles any proceeding referred to in this Article 9, or any claim, issue, or matter therein, or sustains a judgment rendered against him or her, then the provisions of Section 9.3 through Section 9.6 shall determine whether the Trustee or Officer is entitled to indemnification.

9.2.3 Indemnification of Agents other than Trustees and Officers

Except as set forth in Section 9.2.1, no Agent, other than a Trustee or an Officer, shall be entitled to indemnification under this Article 9 unless otherwise determined by the Board in its sole discretion.

Section 9.3 Actions Brought by Persons Other than the University

This Section 9.3 applies to any proceeding other than an action "by or on behalf of the University" as defined in Section 9.4. Such proceedings that are not brought by or on behalf of the University are referred to in this Section 9.3 as "Third Party Proceedings."

9.3.1 Scope of Indemnification in Third Party Proceedings

Subject to the required findings to be made pursuant to Section 9.3.2, the University shall indemnify any person who was or is a party, or is threatened to be made a party, to any Third Party Proceeding, by reason of the fact that such person is or was a Trustee or Officer, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by such Trustee or Officer in connection with the Third Party proceeding.

9.3.2 Required Standard of Conduct for Indemnification in Third Party Proceedings

Any indemnification granted to a Trustee or Officer in Section 9.3.1 above is conditioned on the following: the Board must determine, in the manner provided in Section 9.5, that the Trustee or Officer seeking reimbursement acted in good faith, in a manner he or she reasonably believed to be in the best interests of the University, and, in the case of a criminal proceeding, he or she must have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any Third Party Proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he or she reasonably believed to be in the best interests of the University or that he or she had reasonable cause to believe that his or her conduct was unlawful.

Section 9.4 Action Brought By or On Behalf Of the University

This Section 9.4 applies to any proceeding brought (a) by or in the right of the University, or (b) by an Officer, Trustee or person granted relator status by the Attorney General, or by the Attorney General, on the ground that the defendant Trustee was or is engaging in self-dealing within the meaning of Section 5233 of the California Nonprofit Corporation Law, or (c) by the Attorney General or person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust (any such proceeding is referred to in these Bylaws as a proceeding "by or on behalf of the University").

9.4.1 Scope of Indemnification in Proceeding By or On Behalf Of the University

Subject to the required findings to be made pursuant to Section 9.4.2, and except as provided in Sections 9.4.3 and 9.4.4, the University shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by or on behalf of the University, by reason of the fact that such person is or was a Trustee or an Officer, for all expenses actually and reasonably incurred in connection with the defense or settlement of such action.

9.4.2 Required Standard of Conduct for Indemnification in Proceeding By or On Behalf Of the University

Any indemnification granted to a Trustee or an Officer in Section 9.4.1 is conditioned on the following: the Board must determine, in the manner provided in Section 9.5, that the Trustee or Officer seeking reimbursement acted in good faith, in a manner he or she believed to be in the best interests of the University, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

9.4.3 Claims Settled Out of Court

If any Trustee or Officer settles or otherwise disposes of a threatened or pending action brought by or on behalf of the University, with or without court approval, the Trustee or Officer shall receive no indemnification for amounts paid pursuant to the terms of the settlement or other disposition. Also, in cases settled or otherwise disposed of without court approval, the Trustee or Officer shall receive no indemnification for expenses reasonably incurred in defending against the proceeding, unless the proceeding is settled with the approval of the Attorney General.

9.4.4 Claims and Suits Awarded Against Trustee or Officer

If any Trustee or Officer is adjudged to be liable to the University in the performance of the Trustee's or Officer's duty to the University, the Trustee or Officer shall receive no indemnification for amounts paid pursuant to the judgment, and any indemnification of such Trustee or Officer under Section 9.4.1 for expenses actually and reasonably incurred in connection with the defense of that action shall be made only if both of the following conditions are met:

- (a) the determination of good faith conduct required by Section 9.4.2 must be made in the manner provided for in Section 9.5; and
- (b) upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Trustee or Officer is fairly and reasonably entitled to indemnity for the expenses incurred. If the Trustee or Officer is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 9.5 Determination of Trustee or Officer's Good Faith Conduct

The indemnification granted to a Trustee or Officer in Section 9.3 and Section 9.4 is conditioned on the findings required by those Sections being made by:

- (a) the Board by a majority vote of a quorum consisting of Trustees who are not parties to the proceeding; or
- (b) the court in which the proceeding is or was pending. Such determination may be made on application brought by the University or the Trustee or Officer, or the attorney or other person rendering a defense to the Trustee or Officer, whether or not the application by the Trustee or Officer, attorney, or other person is opposed by the University.

Section 9.6 Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the University before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Trustee or Officer to repay the amount of the advance unless it is determined ultimately that the Trustee or Officer is entitled to be indemnified as authorized in this Article 9.

Section 9.7 Limitations

No indemnification or advance shall be made under this Article 9, except as provided in Section 9.2.1 or Section 9.5(b), in any circumstances when it appears:

- (a) that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, as amended from time to time, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9.8 Contractual Rights of Non-Trustees and Non-Officers

Nothing contained in this Article 9 shall affect any right to indemnification to which persons other than Trustees and Officers of the University, or any of its subsidiaries, may be entitled by contract or otherwise.

Section 9.9 Insurance

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent against any liability asserted against or incurred by any Agent in such capacity or arising out of the Agent's status as such, whether or not the University would have the power to indemnify the Agent against the liability under the provisions of this Article 9.

Section 9.10 Non-Exclusive Rights

The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Article 9 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement or reimbursement of expenses may be entitled under any agreement, resolution of the Board, or otherwise.

ARTICLE 10 CORPORATE RECORDS AND REPORTS

Section 10.1 Minute Book

The University shall keep a minute book in written form (or in any form capable of being converted into clearly legible tangible form or in any combination of the foregoing) which shall contain a record of all actions by the Board or any Committee, including the following: (a) the time, date, and place of each meeting; (b) whether a meeting is regular or special and, if special, how called; (c) the manner of giving notice of each meeting and a copy thereof; (d) the names of those present at each meeting of the Board or any Committee thereof; (e) the minutes of all meetings; (f) any written waivers of notice, consents to the holding of a meeting, or approvals of the minutes thereof; (g) all written consents for action without a meeting; (h) all protests concerning lack of notice; and (i) formal dissents from Board actions.

Section 10.2 Books and Records of Account

The University shall keep adequate and correct books and records of account. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

Section 10.3 Articles of Incorporation and Bylaws

The University shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 10.4 Federal Tax Exemption Application and Annual Information Returns

The University shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

Section 10.5 Annual Report; Statement of Certain Transactions

The Board shall cause an annual report to be sent to each Trustee within 120 days after the close of the University's fiscal year containing the following information:

- (a) the assets and liabilities of the University as of the end of the fiscal year;
- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) the revenue or receipts of the University, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) the expenses or disbursements of the University for both general and restricted purposes during the fiscal year;
- (e) a statement of any transaction (i) to which the University was a party, (ii) which involved more than \$50,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a financial interest):
 - (1) any Trustee or Officer of the University, its parent, or its subsidiary;
 - (2) any holder of more than 10% of the voting power of the University.

The statement shall include: (i) a brief description of the transaction; (ii) the names of interested persons involved; (iii) their relationship to the University; (iv) the nature of their interest in the transaction; and (v) when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

- (f) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Trustee as permitted by the California Nonprofit Corporation Law and the Conflict of Interest Policy or under Article 9.

Section 10.6 Trustees' Rights of Inspection

Every Trustee shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the University and each of its subsidiaries. The inspection may be made in person or

by the Trustee's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE 11 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 11.1 Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the University to enter into any contract or execute and deliver any instrument in the name of and on behalf of the University, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the University by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 11.2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the University shall be signed by the Treasurer or any Officer of the University designated by the Treasurer.

Section 11.3 Deposits

All funds of the University shall be deposited from time to time to the credit of the University in such banks, trust companies, or other depositories as the Treasurer may select, subject to the ultimate authority and oversight of the Board.

Section 11.4 Gifts

The Board may accept on behalf of the University any contribution, gift, bequest, or devise for the charitable or public benefit purposes of the University.

ARTICLE 12 CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the University, any natural person, and any other entity or other organization. All references to statutes, regulations, and laws shall include any future statutes, regulations, and laws that replace those referenced.

ARTICLE 13 AMENDMENTS

Section 13.1 Amendment by Trustees

The Board may adopt, amend, or repeal bylaws by the vote of a majority of the Trustees present at a meeting at which a quorum is present. Such power is subject to the following limitations:

- (a) Where any provision of these Bylaws requires the vote of a larger proportion of, or particular members of the Board, such provision may not be altered, amended, or repealed except by the vote of such greater number or such specific Trustees.
- (b) No amendment may extend the term of a Trustee beyond that for which such Trustee was elected.
- (c) If bylaws are adopted, amended, or repealed at a meeting of the Board, such action is authorized only at a duly called and held meeting for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefor, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.


ARTICLE 14 SAVINGS CLAUSE

Subject to compliance with the California Nonprofit Corporation Law, the failure to comply with the requirements of these Bylaws shall not invalidate the actions or proceedings of the Board, any committee or other bodies so affected, or prohibit the Board, any committee and each other body so affected from taking any actions or conducting any proceedings in the future.

Certificate of Secretary

I certify that I am the duly elected and acting Secretary of AU NFP, a California nonprofit public benefit corporation; that these Bylaws, consisting of 24 pages (exclusive of this page, the cover page, and the table of contents), are the Bylaws of this University as adopted by the Board of Trustees by at a duly convened meeting on May 18, 2018; and that these Bylaws have not been amended or modified since that date.

Executed on May 18, 2018.


Sheri Jones, Secretary